



EXHIBIT C

FORM B10 (Official Form 10) (10/05)

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEVADA (LAS VEGAS)		PROOF OF CLAIM
Name of Debtor USA Commercial Mortgage Company	Case Number 06-10725-LBR	
NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (The person or other entity to whom the debtor owes money or property) X-Factor Inc	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Name and address where notices should be sent c/o Scott D. Fleming Esq Hale Lane Peck Dennison and Howard 3930 Howard Hughes Parkway 4th Floor Las Vegas Nevada 89169		THIS SPACE IS FOR COURT USE ONLY
Telephone number 702 222 2500		
Last four digits of account or other number by which creditor identifies debtor: Account ID 176	Check here if this claim <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim, dated _____.	
1 Basis for Claim <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input checked="" type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensations (fill out below) Last four digits of SS #: _____ Unpaid compensations for services performed from _____ to _____ (date)		
2 Date debt was incurred See Attachment A	3 If court judgment, date obtained	
4 Classification of Claim Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations.		
Unsecured Nonpriority Claim \$ Unknown (see Attachment A) a) Check this box if a) there is no collateral or lien securing your claim, or b) Your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.		
Unsecured Priority Claim Check this box if you have an unsecured claim all or part of which is entitled to priority. Amount entitled to priority: _____ Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B) <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000) * earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier — 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Contributions to an employee benefit plan — 11 U.S.C. § 507(a)(5)		
Secured Claim <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: _____ <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral \$: _____ Amount of arrearage and other charges at time case filed included in secured claim if any \$: _____ <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use — 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units — 11 U.S.C. § 507(a)(8) *Amounts are subject to adjustment of 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.		
5 Total Amount of Claim at Time Case Filed \$ Unknown (unsecured) (secured) (priority) (Total) <input checked="" type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
6 Credits The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. 7 Supporting Documents Attach copies of supporting documents such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. 8 Date Stamped Copy To receive an acknowledgement of the filing of your claim, enclose a stamped self-addressed envelope and copy of this proof of claim.		THIS SPACE IS FOR COURT USE ONLY
Date November 9, 2006	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any). /s/ Scott D. Fleming Esq	FILED NOV 10 2006 USA CMC  1072501283

FORM B10 (Official Form 10) (10/05)

UNITED STATES BANKRUPTCY COURT _____ DISTRICT OF <u>Nevada</u>		PROOF OF CLAIM
Name of Debtor <u>USA Commercial Mortgage Company</u>	Case Number <u>06-10725-LBR</u>	
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (The person or other entity to whom the debtor owes money or property) <u>Robert J YODER Trustee of the Robert J YODER Defined Benefit Plan</u>		
Name and address where notices should be sent <u>Robert J YODER</u> <u>12291 Prosser Dam Rd.</u> <u>Truckee CA</u> <u>96161</u>		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.
Telephone number _____		
Last four digits of account or other number by which creditor identifies debtor _____		Check here if this claim _____ replaces _____ amends a previously filed claim dated _____
1 Basis for Claim <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input checked="" type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other <u>See Exhibit A</u>		
2 Date debt was incurred <u>4/18/05</u>		3 If court judgment, date obtained
4 Classification of Claim Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations. Unsecured Nonpriority Claim \$ <u>Line 4 of Ex A</u> <input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim or b) your claim exceeds the value of the property securing it or if c) none or only part of your claim is entitled to priority.		
Unsecured Priority Claim <input type="checkbox"/> Check this box if you have an unsecured claim all or part of which is entitled to priority. Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B) <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000),* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier. 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5)		Secured Claim <input checked="" type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input checked="" type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral \$ <u>unknown</u> Amount of arrearage and other charges at time case filed included in secured claim if any \$ <u>Line 2 of Ex A</u>
5 Total Amount of Claim at Time Case Filed <u>\$ <u>Ln 4 Ex A</u></u> (unsecured) <u>\$ <u>Ln 4 Ex A</u></u> (secured) <u>\$ <u>Ln 4 Ex A</u></u> (priority) <u>\$ <u>Ln 4 Ex A</u></u> (Total) <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		THIS SPACE IS FOR COURT USE ONLY
6 Credits The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.		
7 Supporting Documents Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.		
8 Date Stamped Copy To receive an acknowledgment of the filing of your claim, enclose a stamped self-addressed envelope and copy of this proof of claim.		
Date <u>JAN 8, 2007</u> Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): <u>Robert J Yoder Trustee</u>		USA CMC  1072502083

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

FORM B10 (Official Form 10) (10/05)

UNITED STATES BANKRUPTCY COURT		DISTRICT OF Nevada		PROOF OF CLAIM
Name of Debtor <u>USA COMMERCIAL MORTGAGE CO</u>		Case Number <u>06-10725-LBR</u>		
NOT: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.				
Name of Creditor (The person or other entity to whom the debtor owes money or property). <u>Joselyn Zappulla & CARLA ZAPPULLA</u> <u>12760 W MYER LN, EL MIRAGE AZ 85335</u>		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.		THIS SPACE IS FOR COURT USE ONLY
Name and address where notices should be sent <u>Joselyn Zappulla</u> <u>12760 W MYER LN, EL MIRAGE AZ 85335</u>				
Telephone number <u>623 933 2760</u>				
Last four digits of account or other number by which creditor identifies debtor		Check here if this claim replaces or amends a previously filed claim, dated _____		
1. Basis for Claim <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input checked="" type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other <u>See Exhibit A</u>		<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of your SS # _____ Unpaid compensation for services performed from _____ (date) to _____ (date)		
2. Date debt was incurred: <u>VARIOUS</u>		3. If court judgment, date obtained		
4. Classification of Claim. Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations. Unsecured Nonpriority Claim \$ <u>704,812.74</u> <input checked="" type="checkbox"/> Check this box if a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.		Secured Claim <input checked="" type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral <input checked="" type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral <u>\$ 10,320</u> Amount of arrearage and other charges at time case filed included in secured claim, if any \$ <u>10,320</u>		
Unsecured Priority Claim <input type="checkbox"/> Check this box if you have an unsecured claim, all or part of which is entitled to priority. Amount entitled to priority \$ _____ Specify the priority of the claim. <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B) <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5)		<input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family or household use - 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(_____)		
5. Total amount of Claim at Time Case Filed. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		<u>\$ 704,812.74</u> <u>704,812.74</u> <u>704,812.74</u> (unsecured) (secured) (priority) (Total)		
6. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.		7. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.		THIS SPACE IS FOR COURT USE ONLY
8. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		8. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		
Date <u>1-8-07</u> Sign and print the name and title if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): <u>Joselyn Zappulla</u> <u>Carla Zappulla</u>				

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

FORM B10 (Official Form 10) (10/05)

UNITED STATES BANKRUPTCY COURT		DISTRICT OF <u>Nevada</u>		PROOF OF CLAIM
Name of Debtor <u>USA Commercial Mortgage Company</u>		Case Number <u>06-10725-LBR</u>		
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.				
Name of Creditor (The person or other entity to whom the debtor owes money or property) <u>ANTHONY J. ZERBO, AN UNMARRIED MAN</u>		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.		
Name and address where notices should be sent <u>ANTHONY J. ZERBO</u> <u>780 SARATOGA AVE. APT S-107</u> <u>SAN JOSE, CA 95129</u> Telephone number <u>(408) 244-4662</u>		Last four digits of account or other number by which creditor identifies debtor		THIS SPACE IS FOR COURT USE ONLY
1 Basis for Claim <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input checked="" type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other <u>See exhibit "A"</u>		<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of your SS # _____ Unpaid compensation for services performed from _____ (date) to _____ (date)		
2 Date debt was incurred <u>APRIL 2004</u>		3 If court judgment, date obtained		
4 Classification of Claim Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations.				
Unsecured Nonpriority Claim <u>\$878,855.25</u> <input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim or b) your claim exceeds the value of the property securing it or c) none or only part of your claim is entitled to priority.		Secured Claim <input checked="" type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input checked="" type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: <u>\$ UNKNOWN</u> Amount of arrearage and other charges at time case filed included in secured claim, if any: <u>\$ 12,591.48</u>		
Unsecured Priority Claim <input type="checkbox"/> Check this box if you have an unsecured claim all or part of which is entitled to priority. Amount entitled to priority: \$ _____ Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B) <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000) * earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier. 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5)		<input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____) *Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.		
5 Total Amount of Claim at Time Case Filed		<u>\$878,855.25</u> (unsecured) <u>878,855.25</u> (secured) <u>878,855.25</u> (priority) <u>878,855.25</u> (Total)		
<input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.				
6 Credits The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.				THIS SPACE IS FOR COURT USE ONLY
7 Supporting Documents Attach copies of supporting documents such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.				
8 Date-Stamped Copy To receive an acknowledgment of the filing of your claim, enclose a stamped self-addressed envelope and copy of this proof of claim.				
Date <u>1/8/07</u>	Sign and print the name and title if any of the creditor or other person authorized to file this claim (attach copy of power of attorney if any) <u>Anthony J. Zerbo</u> <u>ANTHONY J. ZERBO</u>			FILED JAN 10 2007

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C.

